

NIXON PEABODY LLP

Amanda Darwin, Esq. (AD 2719)
Christopher M. Desiderio, Esq. (CD 6929)
437 Madison Avenue
New York, NY 10022
Tel. (212) 940-3000

- and -

Richard C. Pedone, Esq.
100 Summer Street
Boston, MA 02110
Telephone: (617) 345-1305

Attorneys for
Wilmington Trust Company as Collateral Agent;
Wilmington Trust FSB as Indenture Trustee; and,
Wilmington Trust Company as Administrative Agent

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
	:
CALPINE CORPORATION, <u>et al.</u>,	:
	:
	:
	:
	:
-----X	
HSBC BANK USA, NATIONAL	:
ASSOCIATION, AS INDENTURE	:
TRUSTEE, THE BANK OF NEW YORK,	:
AS ADMINISTRATIVE AGENT,	:
WILMINGTON TRUST FSB, AS	:
INDENTURE TRUSTEE, WILMINGTON	:
TRUST COMPANY, AS ADMINISTRATIVE	:
AGENT, WILMINGTON TRUST COMPANY,	:
AS COLLATERAL AGENT, AND	:
MANUFACTURERS & TRADERS TRUST	:
COMPANY, AS INDENTURE TRUSTEE	:
	:
Appellants,	:
	:
– against –	:
	:
CALPINE CORPORATION, THE OFFICIAL	:
COMMITTEE OF UNSECURED	:

CREDITORS OF CALPINE CORPORATION, :
AND THE OFFICIAL COMMITTEE OF :
EQUITY SECURITY HOLDERS :

Appellees. :

-----X
CALPINE CORPORATION, THE OFFICIAL :
COMMITTEE OF UNSECURED :
CREDITORS OF CALPINE CORPORATION, :
AND THE OFFICIAL COMMITTEE OF :
EQUITY SECURITY HOLDERS, :

Appellants, :

– against – :

HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE :
TRUSTEE, THE BANK OF NEW YORK, :
AS ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, WILMINGTON :
TRUST COMPANY, AS ADMINISTRATIVE :
AGENT, WILMINGTON TRUST COMPANY, :
AS COLLATERAL AGENT, AND :
MANUFACTURERS & TRADERS TRUST :
COMPANY, AS INDENTURE TRUSTEE, :

Appellees. :

NOTICE OF APPEARANCE

TO: ALL COUNSEL ON THE ATTACHED LIST

NOW COMES NIXON PEABODY LLP, located at 437 Madison Avenue, New York, New York, 10022 and 100 Summer Street, Boston, Massachusetts 02110, who respectfully requests that this Honorable Court take notice that they act as counsel for Wilmington Trust Company, as Collateral

Agent; Wilmington Trust FSB as Indenture Trustee; and, Wilmington Trust Company, as Administrative Agent¹

Nixon Peabody LLP hereby requests that all papers served or required to be served in this case and in any cases consolidated herewith, be given and served upon:

¹ This motion is filed to represent (i) Wilmington Trust FSB as Indenture Trustee for the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00; (ii) Wilmington Trust Company as Administrative Agent for the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 and, (iii) Wilmington Trust Company in its capacity as Collateral Agent under that Collateral Trust and Intercreditor Agreement dated March 23, 2004, between: Calpine CalGen Holdings, Inc., Calpine Generating Company, LLC, certain Debtor Guarantors, Wilmington Trust FSB as Trustee, Morgan Stanley Senior Funding, Inc. as Term Loan Administrative Agent, the Bank of Nova Scotia as Revolving Loan Administrative Agent as Collateral Agent for:

- (a) the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00 (for which Wilmington Trust FSB serves as Indenture Trustee and Wilmington Trust Company serves as Collateral Agent);
- (b) the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 (for which Wilmington Trust Company serves as successor Administrative Agent and Wilmington Trust Company serves as Collateral Agent);
- (c) the First Priority Secured Revolving Loans issued on or about March 23, 2004, in the original aggregate principal amount of \$200,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (d) the Second Priority Secured Floating Rate Notes due 2010, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$640,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (e) the Second Priority Secured Institutional Term Loans due 2010, issued on or about March 23, 2004, in the original aggregate principal amount of \$100,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (f) the Third Priority Secured Floating Rate Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$680,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent); and
- (g) the 11 ½ % Third Priority Secured Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$150,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent).

Amanda Darwin
Richard C. Pedone
Victor G. Milione
NIXON PEABODY, LLP
100 Summer Street
Boston, MA 02110
Telephone: (617) 345-1000
Facsimile: (617) 345-1300
adarwin@nixonpeabody.com
rpedone@nixonpeabody.com

and

Christopher M. Desiderio
NIXON PEABODY, LLP
437 Madison Avenue
New York, NY 10022
Telephone: (212) 940-3000
Facsimile: (212) 940-3111
cdesiderio@nixonpeabody.com

Dated: New York, New York
May 30, 2007

Respectfully Submitted

By: /s/ Christopher M. Desiderio
Christopher M. Desiderio (CD 6929)
NIXON PEABODY LLP
437 Madison Avenue
New York, NY 10022
Telephone: (212) 940-3000
Facsimile: (212) 940-3111

and

Amanda D. Darwin
Richard C. Pedone
NIXON PEABODY LLP
100 Summer Street
Boston, MA 02110
Telephone: (617) 345-1000

TO:

Richard M. Cieri, Esq., Marc Kieselstein, Esq.
David Seligman, Esq., Edward O. Sassower, Esq.
Jeffrey S. Powell, Esq., Stephen E. Hessler, Esq.
Mark McKane, Esq.
KIRKLAND & ELLIS LLP
153 East 53rd Street
New York, NY 10022-4611

Mark I. Bane, Esq., Mark R. Somerstein, Esq.
David S. Elkind, Esq.
ROPES & GRAY LLP
1211 Avenue of the Americas
New York, NY 10036-8704

Gary L. Kaplan, Esq.
Brad E. Scheler, Esq.
ED, FRANK, HARRIS, SHRIVER & JACOBSON LLP
One New York Plaza
New York, NY 10004

Alan W. Kornberg, Esq., Andrew N. Rosenberg, Esq.
Elizabeth R. McColm, Esq.
UL WEISS RIFKIND WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, NY 10019

Jeffrey R. Gleit, Esq.
ASOWITZ, BENSON, TORRES & FRIEDMAN LLP
1633 Broadway
New York, NY 10019

Kenneth H. Eckstein, Esq.
Joshua K. Brody, Esq.
KRAMER LEVIN NAFTALIS & FRANKEL LLP
1177 Avenue of the Americas
New York, NY 10036

Gary M. Graber, Esq.
HODGSON RUSS LLP
One M&T Plaza
Buffalo, NY 14203

Joseph Pasquariello, Esq.
Brendan D. O'Neill, Esq.
GOODMANS LLP
250 Yonge Street
Toronto, ON M5B 2M6

Ken Coleman, Esq.
ALLEN & OVERY LLP
1221 Avenue of the Americas
New York, NY 10020

Jane Rue Wittstein, Esq.
JONES DAY
222 East 41st Street
New York, NY 10017

N. Theodore Zink, Jr., Esq.
Andrew Rosenblatt, Esq.
CHADBOURNE & PARKE LLP
30 Rockefeller Plaza
New York, NY 10112

Peter V. Pantaleo, Esq.
SIMPSON THATCHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017

Emil A. Kleinhaus, Esq.
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, NY 10019